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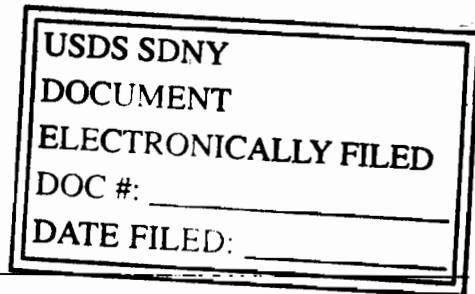
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December 21, 2007

VIA FAX: (914) 390-4152
AND U.S. MAIL

Hon. Kenneth M. Karas
Chambers 533
United State District Court
Southern District of New York
300 Quarropas Street
White Plains, New York 10601



Re: Millennium Pipeline Company, L.L.C. v. Certain permanent and Temporary
Easements in (No Number) Route 55, S B L No. 4.B-1-1, Town of Highland,
County of Sullivan, New York [Pfeifer Realty Corporation]
07-CV-10605 (SDNY)
Millennium Tracts 10S209.11 and 10S209.03 - Pfeifer Realty Corporation
Our Matter No.: 3024516

Dear Judge Karas:

We represent Millennium Pipeline Company, L.L.C. ("Millennium") in this eminent domain action that Millennium recently commenced at the end of last month. The parties have settled the action and the terms of the settlement are expressed in the enclosed Stipulated Order of Condemnation, which has been signed by counsel for the parties. Please sign the Order and return it to me in the enclosed UPS return envelope. In the event your Honor does not approve the Order or cannot sign it for any other reason, please contact me.

Thank you for your attention to this matter.

Respectfully yours,

Darryl J. Colosi

DJC/dc
Enclosure

cc: Emil S. Cuccio, Esq. (with enclosure)
Mark D. Lansing, Esq. (with enclosure)
Jerry Humphrey (with enclosure)

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

MILLENNIUM PIPELINE COMPANY, L.L.C.,

Plaintiff;

-vs-

CERTAIN PERMANENT AND TEMPORARY
EASEMENTS IN (No Number) ROUTE 55, S.B.L.
No. 4.B-1-1, TOWN OF HIGHLAND, COUNTY OF
SULLIVAN, NEW YORK, Pfeifer Realty
Corporation, et al., and Unknown Owners,

**STIPULATED ORDER
OF CONDEMNATION**

Civil Action No.
07-CV-10605

Hon. Kenneth M. Karas

Defendants.

WHEREAS, Plaintiff, Millennium Pipeline Company, L.L.C. ("Millennium"), having commenced this action and filed a Complaint on November 27, 2007, seeking, *inter alia*, an Order vesting title in Millennium to permanent easements, temporary construction easements, temporary extra work space easements and a temporary access road easement (collectively, the "Easements") with respect to the real property owned by Defendant, Pfeifer Realty Corporation ("Pfeifer") and located at (No Number) Route 55, Town of Highland, County of Sullivan, New York, S.B.L. No. 4.B-1-1, MILLENNIUM Tract Nos. 10S209.11 and 10S209.03 (the "Pfeifer Property") for the purposes stated in the Complaint;

WHEREAS, Pfeifer agreed to accept service of process via its attorneys, Cuccio and Cuccio, P.C., and Pfeifer acknowledges that service of process of copies of the Notice of Condemnation and Complaint was properly made on November 27, 2007; and

WHEREAS, the parties have reached an agreement resolving this action;

IT IS HEREBY STIPULATED, AGREED AND ORDERED, that:

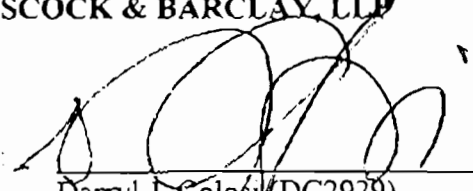
1. The Complaint is granted in all respects and title to the Easements described in the Complaint shall vest in Millennium following the completion of both the filing of this Order with the Court Clerk's Office and Millennium's payment to Pfeifer of Twenty Three Thousand and No Dollars (\$23,000.00) as just compensation for such Easements and all damages to the Pfeifer Property and fences, tile drains, marketable timber and/or crops and the like thereon caused by the activities conducted pursuant to the Easements. The parties acknowledge that such payment is a settlement payment and does not reflect the actual value of the Easements or the value of the damage to the Pfeifer Property as caused by them.

2. Following completion of pipeline construction and as part of Millennium's restoration of the Pfeifer Property, Millennium shall perform the following: rough grade and seed the Easement area and barricade the two points of ingress and egress to the permanent easement area (50 feet wide at both locations) by placing a metal gate at the centerline of the pipeline, perpendicular to such pipeline, and a stub fence (consisting of a metal fence or large rocks or a combination of both, at Millennium's discretion) from the edge of the gate to the edge of the permanent easement, in an effort to discourage and preclude uninvited ATV traffic and other uninvited intrusions onto the Pfeifer Property.

DATED: December 18, 2007

FOR: PLAINTIFF MILLENNIUM
PIPELINE COMPANY, L.L.C.

By its attorneys,
HISCOCK & BARCLAY, LLP


By: 
Darryl J. Colosi (DC2929)
Mark D. Lansing (ML1947)

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Telephone: (518) 434-2163
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DATED: December 13, 2007

FOR: DEFENDANT PFEIFER
REALTY CORPORATION

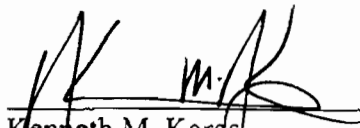
By its attorneys,
CUCCIO AND CUCCIO, P.C.

By: 
Emil S. Cuccio, Esq. (EC4940)

45 Essex Street
Hackensack, New Jersey 07601
Telephone: (201) 487-7411
Facsimile: (201) 487-6574

~~IT IS SO ORDERED.~~

Dated: December 27, 2007
White Plains, New York


Kenneth M. Karas
United States District Judge